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RECORDATION NO. 24483 FILED

JUN 12 03

3-07 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

June 12, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of June 9, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Parties:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Bank One, N.A.
1 Bank One Plaza
Chicago, IL 60670

Debtor:

Eaglebrook, Inc.
4801 Southwick Drive, Suite 200
Matteson, IL 60443

A description of the equipment covered by the Memorandum of Security Agreement consists of 71 tank cars numbered EAGX 19001-19071, inclusive.

BALL JANIK LLP

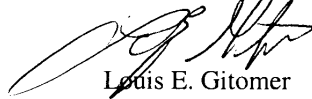
Honorable Vernon A. Williams
June 12, 2003
Page 2

A fee of \$ 30.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, Bank One, N.A., 1 Bank One Plaza, Chicago, IL 60670, and Eaglebrook, Inc., 4801 Southwick Drive, Suite 200, Matteson, IL 60443, covering 71 tank cars numbered EAGX 19001-19071, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 24483 FILED

JUN 12 '03

3-07 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of June 09, 2003, is among BANC ONE LEASING CORPORATION ("Primary Secured Party"), BANK ONE N.A. ("Secondary Secured Party") and EAGLEBROOK INC. ("Borrower").

1. The Primary Secured Party, the Secondary Secured Party, and the Borrower have entered into a Security Agreement dated as of June 09, 2003 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to the Primary Secured Party a first lien on and security interest in all of Borrower's right, title and interest in and to 71 tank cars numbered EAGX 19001-19071, inclusive, and to the Secondary Secured Party a subordinated lien on and security interest in all of Borrower's right, title and interest in and to 71 tank cars numbered EAGX 19001-19071, inclusive.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

BANC ONE LEASING CORPORATION

By: Chris Adkins
Name: Chris Adkins
Title: Funding Manager

BANK ONE N.A.

By: _____
Name: _____
Title: _____

EAGLEBROOK INC.

By: _____
Name: _____
Title: _____

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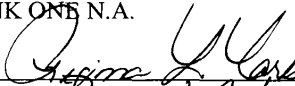
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BANC ONE LEASING CORPORATION

By: _____
Name: _____
Title: _____

BANK ONE N.A.

By: 
Name: Reginald L. Carls
Title: Vice President

EAGLEBROOK INC.

By: _____
Name: _____
Title: _____

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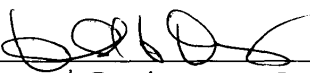
BANC ONE LEASING CORPORATION

By: _____
Name: _____
Title: _____

BANK ONE N.A.

By: _____
Name: _____
Title: _____

EAGLEBROOK INC.

By: 
Name: JERRARDO L. TENNY
Title: VICE-PRESIDENT

STATE OF Ohio)
) ss.
County of Franklin)

On this 10th day of June, 2003, before me, Karen S. Cook, the undersigned
Notary Public, personally appeared Chris Adkins personally known to me to
be the person who executed the within instrument as Funding Manager on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Karen S. Cook
Notary Public for state of Ohio
My Commission expires May 21, 2004

STATE OF)
) ss.
County of)

KAREN S. COOK
NOTARY PUBLIC, STATE OF OHIO
21, 2004

On this ___ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF)
) ss.
County of)

On this ___ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF)
) ss.
County of)

On this ____ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Illinois)
) ss.
County of DuPage)

On this 10th day of June, 2003, before me, Lynn M Nichols, the undersigned
Notary Public, personally appeared Regina L Carls personally known to me to
be the person who executed the within instrument as Vice President on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.



Lynn M Nichols

Notary Public for _____
My Commission expires 8/21/03

STATE OF)
) ss.
County of)

On this ____ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF)
) ss.
County of)

On this ___ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF)
) ss.
County of)

On this ___ day of June, 2003, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Illinois)
) ss.
County of Cook)

On this 11 day of June, 2003, before me, Linda S. Winnick, the undersigned
Notary Public, personally appeared Gerrald L. Tenny personally known to me to
be the person who executed the within instrument as Vice-President on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

Linda S. Winnick
Notary Public for 7-30-07
My Commission expires EAGLEBLOOM INC.

